

JUL 09 2004

OFFICIAL**PATENT**Attorney Docket No.: 74120-301413
(Formerly 12128-153001)**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

Applicant: Edward J. Kearns et al.
Application No.: 09/941,170
Filed: 08/28/2001
For: HIGH CAPACITY BACKBONE

Examiner: Tran, Dzung D.
Art Unit: 2633
Confirmation No.: 4649

Commissioner for Patents
P. O. Box 1450
Alexandria, VA 22313-1450

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Denice E. Voris 7/9/04
Signature Date

**COMBINED POWER OF ATTORNEY AND REVOCATION OF PRIOR POWER
BY ASSIGNEE OF ENTIRE INTEREST AND SUBMISSION UNDER 37 C.F.R.
§§ 3.71 AND 3.73(b)**

Sir:

As an officer of Level 3 Communications, Inc. ("assignee"), I hereby certify that the assignee is the owner by assignments of the entire right, title, and interest in and to the patent application identified above by virtue of either:

- A. The assignment(s) from the inventor(s) of the patent application identified above,
 1. a copy of which is attached; or
 2. which is recorded in the U.S. Patent and Trademark Office at Reel _____, Frame _____, a copy of which is attached.

OR

- B. A chain of title from the inventor(s), of the patent application identified above, to the current assignee as shown below:
1. From: Edward J. Kearns, Matthew Miller, Helen Butcher, and Ken Dumble
To: Genuity, Inc.

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The document was recorded in the U.S. Patent and Trademark Office at Reel 012675, Frame 0811, or for which a copy thereof is attached.

2. From: Genuity, Inc. To: Level 3 Communications LLC

The document was recorded in the U.S. Patent and Trademark Office at Reel 014324, Frame 0285, or for which a copy thereof is attached.

3. From: Level 3 Communications LLC To: Level 3 Communications, Inc.

The document was recorded in the U.S. Patent and Trademark Office at Reel 014653, Frame 0859, or for which a copy thereof is attached.

Pursuant to 37 C.F.R. § 3.71, the assignee hereby states that prosecution of the captioned application is to be conducted to the exclusion of the inventors.

The undersigned (whose title is supplied below) is authorized and empowered to sign this statement on behalf of the assignee.

**REVOCATION OF PRIOR POWERS OF ATTORNEY
AND NEW POWER OF ATTORNEY**

As assignee of record of the entire right, title, and interest in the above-identified patent application per the Statement under 37 C.F.R. §§ 3.71 and 3.73(b), all powers of attorney previously given are hereby revoked, and I hereby appoint the registered patent attorney(s) and/or agent(s) of FAEGRE & BENSON LLP, associated with Customer No. 35657, to prosecute this application and transact all business in the U.S. Patent and Trademark Office connected herewith.

Please note the new Attorney Docket No.: 74120-301413.

Send all correspondence relating to this matter to:

CUSTOMER NUMBER 35657
Michael DeSanctis
FAEGRE & BENSON LLP
3200 Wells Fargo Center
1700 Lincoln Street
Denver, CO 80203-4532

Direct all telephone calls to Michael DeSanctis at (303) 607-3633.

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The undersigned hereby declares that all statements made herein of his/her own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Title 18 U.S.C. § 1001, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Respectfully Submitted,

LEVEL 3 COMMUNICATIONS, INC.

By: 

Name: Dennis R. MARTIN

Title: VP - Legal

Date: 7/6/04

DNVR1.60258485.01

FAEGRE & BENSON LLP

3200 WELLS FARGO CENTER, 1700 LINCOLN STREET
 DENVER, COLORADO 80203-4532
 TELEPHONE 303-607-3500
 FACSIMILE 303-607-3600
www.faegre.com

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TO: Commissioner for Parents TELEPHONE:
 FAX: 703-872-9306

MESSAGE**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

Atty. Docket No.: 74120-301413 (formerly 12128-153001)
 Application No.: 09/941,170
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 Confirmation No.: 4649

CERTIFICATE OF TRANSMISSION BY FACSIMILE (37 CFR 1.8)

I hereby certify that this (1) Transmittal Form, and (2) Combined Power of Attorney and Revocation of Prior Power by Assignee of Entire Interest and Submission, including a Change of Correspondence Address for a Patent, are being facsimile transmitted to the United States Patent and Trademark Office Fax. No. (703) 872-9306 on July 9, 2004.

Denise E. Voris

(Typed or Printed Name of Person Signing Certificate)

Denise E. Voris

(Signature)

DNVR1-0027110301

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